

**HM #32 "The Price of Deceit"
Written By Larry DiTillio
As Broadcast Script**

FADE IN:

EXT. MARKETPLACE (FORMER SITE OF HALL OF WISDOM) - dusk
NIGHTFALL - A VENDOR is shuttering his stall in the market place. All the other stalls are closed as we see ANOTHER VENDOR heading off into the near distance.

THE VENDOR stops the shuttering as he hears CREEPY HISSING and FOOTSTEPS.

A HUNCED OVER FIGURE approaches, stepping from the shadows, draped in a shawl. The VENDOR relaxes.

THE HUNCED OVER FIGURE, face in shadows, stands there a beat, when suddenly, from the shadow of his shawl a HUGE TONGUE WHIPS OUT...WIDEN...and grabs the vendor! The shawl falls away revealing it's TUNG LASHOR!

THE VENDOR is caught in the grip of the mighty tongue and thrashed to and fro, then HURLED OS.

NEARBY, ROCKY GROUND - 2 beefy snake hands reach up from 2 far apart holes & SSSQUEEZE uses his huge arms to pull himself out, emerging from the rocky ground in between, looks around.

SSSqueeze
The ruins of the Hall of Wis-s-s-dom. It is here King Hiss says we will find what he s-s-s-seeks.

EXT. SANDS OF FIRE - RUINS of Zalesia - DUSK

MEDIUM - EVIL-LYN flees desperately through shadowy ruins. She looks like a fugitive -- as if something's chasing her. As she runs, she turns and HURLS out MAGIC PERCUSSIVE blasts. <OR SHE uses her staff to magically blast at boulders which fly backwards in her wake.>

Evil-Lyn turns a corner, stops, looks ahead.

OTS EVIL-LYN - THE TEMPLE OF THE RAM STONE (HM#7) looms ahead in the distance, across a long stretch of exposed ground. <DESIGN NOTE: - please use same b.g painting from "Lessons" #7 if possible.>>

EVIL-LYN - suddenly, A SEARCH LIGHT bathes her from above.

REVEAL - A Doomseeker hovers, shining the searchlight on her. EVIL-LYN raises her staff, when a BLAST smashes into the ground beside her. She whirls, her eyes narrow as she sees:

POV - EVIL-LYN - SMOKE fills frame, then bursting thru it -- THE BATTLE RAM CHARIOT. ON IT: TRI-KLOPS - as his eye-beam powers up for another shot. He is flanked on the chariot by BEASTMAN and TRAPJAW.

Tri-klops gestures for the others to get her. They leap off the chariot.

Beastman
<nasty chuckle>

MEDIUM - EVIL-LYN - She fires a huge BLAST from her staff!

FULL - BEASTMAN, TRAPJAW - They are smashed backwards, OS.

TIGHT - TRI-KLOPS - His eye WIDENS as his comrades fly in; smash down onto him on the chariot.

ANGLE - FROM ATOP A ROCK TOWER - TWO-BADD dramatically appears, a crossbow-like blaster in one hand (Tuvar's), a club in the other (Bahhdra's) He fires down OS at Evil-Lyn.

FOLLOW EVIL-LYN - She runs; blasts exploding around her.

INSERT - The head of the Havoc Staff comes down into frame, bristles with power, fires a huge blast OS.

EVIL-LYN racing for her goal when the blast hits her; smashes her to the ground, the Temple looming in near distance.

EVIL-LYN

Grunt!

CLOSE - EVIL-LYN - On the ground, she gasps out a plea.

EVIL-LYN
Father, help me...

She drops, as SKELETOR's feet step into frame. GO TO:

INT. TEMPLE OF THE RAM STONE (STOCK)- cont.

A MAGIC WINDOW <design note - this should be a cool looking magic window that fits into the design of the int. of the

Temple of the Ram Stone. Should not be a floating rectangle>
shows: SKELETOR and HENCHMEN gathered around Evil-Lyn. The
thugs CHUCKLE, SNICKER. Skeletor does not.

Beastman/TRAPJAW/TRIKLOPS/two badd
<chuckles and snickers>

Skeletor
Silence!

They shut up; step back. Skeletor looks down at her.

SKELETOR (CONT'D)
Take her to the Pool of Shadows.

He picks up Evil-Lyn's staff as his minions pick up Evil-Lyn.
The window WINKS out of existence.

CLOSE - THE FACELESS ONE (HM#7) clenches his fists in
frustration. MYSTIC ENERGY crackles around them.

THE FACELESS ONE
Curse the forces that keep me
prisoner inside these walls. I
cannot help you my daughter.

WIDEN to FULL - He cups his hands before him.

ThE FACELESS ONE (CONT'D)
But I will contact one who can.

CLOSE - HIS HANDS fill with bright purple light forming into
a glowing SPHERE (basketball-sized) that rises above the
hands. PULL BACK to reveal Faceless One is now a dark metal
statue. The Sphere shoots OS like a small comet! GO TO:

EXT. COURTYARD OF royal palace - TWILIGHT

FULL - MAA is in the cockpit of a prototype FLYER vehicle,
which rests on the ground, its hood up, revealing its engine.
ADAM stands beside it. A large STATUE of an Elder is seen in
the b.g. MAA checks the console, tries to start the engine
but all he gets is SFX: SPUTTERING NOISES.

MAN-AT-ARMS
I've checked every system but the
engine still refuses to power up.

PRINCE ADAM
(cocky) Let me take a look.

Adam heads around & leans into the engine, as MAA calls:

MAN-AT-ARMS

(slightly patronizing) Adam, this is
a very sophisticated mechanism. To
understand it, requires years of-

MAA - reacts surprised, as SFX: ENGINE ROARS to life. Adam
steps in; a smug smile on his face as he explains.

MAA cocks an eyebrow & smiles, a tad embarrassed. Then, his
expression changes as he reacts to something UP & OS. ADAM
looks too.

THEIR POV - THE SPIRIT SPHERE - It zooms downward.

Adam
We're under attack!

TIGHT - MAN-AT-ARMS - A rocket launcher clicks into place on
his shoulder. He tracks his target, fires a rocket OS, UP.

FULL - THE SPIRIT SPHERE - moves past the statue of the
Elder. MAA'S ROCKET hits it; passes through it (SPHERE keeps
coming) then blows the head of the statue off.

FULL - The Spirit Sphere zooms in... MAA tackles the Prince
to the ground to protect him. They look up after a beat.

SPHERE - TRANSFORMS into spectral image of The Faceless One.

THE FACELESS ONE
I am known as the Faceless One.
Former Guardian of the Ram-Stone.

ADAM cautiously asides to MAA.

ADAM
(sotto) Which He-Man destroyed. The
guy's out for revenge...

THE FACELESS ONE has overheard. He interrupts Adam.

THE FACELESS ONE
I do not walk that path. I come only
to warn He-Man. Skeletor
approaches the Pool of Shadows.

CLOSE - ADAM reacts, as he gets up.

PRINCE ADAM
I've heard of that place. It's some

kind of...creepy gateway, right?

THE FACELESS ONE nods.

THE FACELESS ONE
Yes, to the Forsaken Realm.
Skeletor seeks to banish a living
being there at moonrise. Should he
succeed in opening the portal,
unspeakable horrors will be
unleashed upon Eternia.

MAA has questions.

Man-AT-ARMS
How do we know you're--

But before he can finish, the Faceless One TRANSFORMS back
into the Spirit Sphere; zooms OS.

TIGHTER - MAA, ADAM exchange a glance.

MAN-AT-ARMS
I'm not sure we can trust him...But
if what he says is true...

PRINCE ADAM
(with resolve) Only one way to find
out.

Adam draws the Power Sword, holds it aloft. TRANSFORMATION
SEQUENCE - Adam becomes HE-MAN!

PRINCE ADAM/he-man
By the power of Grayskull!/I have
the power!

FULL - THE FLYING VEHICLE, MAN-AT-ARMS - He-Man enters frame,
leaps into the cockpit.

He-MAN
I'll check his story out and give
the new Windraider a test flight.

MAA nods, backs OS. We WIDEN as the Flyer extends special
flaps and rises straight up like a helicopter.

OVERHEAD ANGLE - The Flyer retracts the flaps and soars away
into the sky. As it disappears we:

CUT TO:

EXT. RUINS OF HALL OF WISDOM - same time

SSSQUEEZE fishes thru the ruined ground, dramatically squeezing large marble stones to bits with the his powerful constricting arms, then extracts a broken stone tablet. TUNG LASHOR steps in, uses his tongue to sweep dirt and dust off the broken tablet's face -- revealing INSCRIPTIONS.

Tung lashor
This-s-s is it. The tablet of the
Elders-s-s. King Hiss will be
pleased.

EXT. PLATEAU, Dunes of doom - THE POOL OF SHADOWS - twilight

CLOSE-UP - EVIL-LYN - Her eyes flutter open, as she hears.

SKELETOR (VO)
Ah, Evil-Lyn. Have a nice nap?

PULL BACK to reveal a large round POOL OF BLACK WATER set upon a creepy plateau...<<We see volcanic hills in the distance.>> 4 LARGE URNS (1 meter high, carved with runes) surround the pool. Evil-Lyn hangs high above the pool, hands bound to a chain. The chain runs through a large STONE ARCH in the center of the pool; then to a winch device at one end of the pool. Skeletor stands beside the winch. Evil-Lyn's staff is stuck in the ground behind the winch.

CLOSE - EVIL-LYN - She looks downward. There is fear in her eyes, but anger in her voice, as she recognizes the place.

EVIL-LYN
(with contempt) The Pool of
Shadows...

SKELETOR - with an angry smile.

SKELETOR
I had meant to simply destroy you
for freeing those wretched Snake
Men. But then I thought of a more
amusing punishment...

He fires a Havoc Staff blast....and Magic FX sweep across the pool. Black waters churn.

CLOSE - EVIL-LYN - She looks down, reacts in terror.

POV EVIL-LYN - We look down into a deep, wide hole. We get a shadowy glimpse of THE THING IN THE POOL, a dark amorphous monster, akin to a giant pulsating brain.

Skeletor (VO)
Behold the Forsaken Realm, home to
horrors from the Time Before Time.

CLOSE - SKELETOR - His eyes burn! Mid-speech, a THUNDER CLAP AND LIGHTENING are heard and seen.

SKELETOR (CONT'D)
Horrors that will serve me, when I
offer you as their eternal slave.
<thunder clap & lightning> <evil
cackle> Such is the price of deceit.

CLOSE - EVIL-LYN - She breathes deeply, calms herself as she calls down to Skeletor, her voice steady.

EVIL-LYN
This is...wrong, Skeletor. I've
always been loyal to you...from the
first moment we met. Surely you
remember?

CLOSE - SKELETOR considers her words. PUSH IN in on his blazing eyes; DISSOLVE INTO FLASHBACK:

Int. SORCERER'S WORKSHOP - NIGHT - FLASHBACK

PAN from a smashed-in door, to a large chamber filled with magical artifacts. From OS we hear SFX: SMALL CRASHES.

BEASTMAN (OS)
Keldor said it'd be here.

PAN STOPS on BEASTMAN, TRI-KLOPS and KRONIS (pilot versions). They rifle through artifacts, smashing rejects on the floor.

Kronis
What does this Orb of Agony look like anyway?

Younger EVIL-LYN (OS)
Like this.

FULL - A YOUNGER EVIL-LYN - She steps out of the shadows holding a black orb in one hand; her staff in another.

Younger EVIL-LYN (CONT'D)
(smug) But I stole it first.

She puts the orb in a pouch on her belt, strolls away.

MEDIUM - EVIL-LYN - She's almost out when Kronis enters, grabs her by the arm.

KRONIS (CONT'D)
Hold up there, girlie --

She turns nimbly, BLASTS him with her staff. He flies OS.

FULL - A WORK TABLE - Kronis flies in, crashes onto a table which collapses, as potions & alchemist items CRASH to floor.

CLOSE - EVIL-LYN - She smirks.

She turns as she HEARS an OS ROAR!

HEAD-ON - BEASTMAN - He charges her like a freight train!

EVIL-LYN - springs straight up, evading, as Beastman's charge...takes him face-first into an artifact case.

EVIL-LYN flips in mid-air, comes down with her foot extended...and smashes TRI-KLOPS in the eye-ring. He's knocked OS and out.

EVIL-LYN smirks, and repeats her line from the pilot.

She hears a SLOW CLAPPING. PULL BACK as she turns to see KELDOR coming toward her. SLOW CLAPPING.

BEASTMAN

Grunt!

Keldor
Impressive.

BEASTMAN sits in debris, smiles ala a kid taunting a sibling.

BEASTMAN
Ha! You're gonna get it now!

TWO-SHOT - KELDOR, EVIL-LYN - Evil-Lyn brings her staff to bear. He stands calmly and to her amazement, smiles.

KELDOR
I am Keldor, Future Ruler of Eternia. I could use someone with your talents.

BEASTMAN looks at KRONIS - they're both surprised -- Huh?

BACK ON EVIL-LYN as she looks KELDOR over.

Younger EVIL-LYN
I've heard of you. And I like what
I've heard. But I like what I see
even more.

Keldor preens as she extracts the Orb, hands it to him.

EVIL-LYN (coNT'D)
A gift. To celebrate our new --
alliance?

CLOSE KELDOR takes it, smiles. END FLASHBACK, DISSOLVE TO:

EXT. POOL OF SHADOWS - PRESENT day

MATCH DISSOLVE: CLOSE - SKELETOR grins a terrible grin. As he speaks, his face goes from total shadow to partial shadow.

SKELETOR
(feigned sentiment, face in total
shadow) Ah, such poignant memories.
(darkly, face coming out of shadow)
But those days are gone. Just as you
will soon be.

PULL BACK - He cranks the winch down a notch.

FULL - EVIL-LYN - She drops closer to the black waters, looks down, reacts with a terrified expression.

POV - LONG - EVIL-LYN - The Thing in the Pool shudders and a horrid eye opens in the top of it, stares up at her...

Ext. sky above the Dunes of doom - night

WIDE - HE-MAN pilots the Flyer. As he soars, 2 TERRORDACTYLS swoop out from behind some dunes, unseen by He-Man.

TRAPJAW, TRI-KLOPS - in the Terrordactyls, fly side by side.

FULL SHOT - SKY - THE FLYER - A COMBAT CANOPY slams down over the cockpit. A BLAST SHIELD emerges from the tail section, just in time to block a couple of incoming blasts.

HE-MAN hits a control pad as the Flyer rocks from the blasts.

THE FLYER'S wings retract into the hull, boosters jut out the tail & ignite. It climbs at an impossibly steep angle (like a rocket) straight up.

WIDE - TERRORDACTYLS - So fast is the move, they fly past and must turn to pursue.

WIDE - THE SKY - FLYER AND TERRORDACTYLS - The Flyer still climbs; the Terrordactyls come up behind.

MEDIUM - HE-MAN - He looks down, hits another pad.

MEDIUM - REAR OF THE FLYER - A small oblong of metal drops out of a tube in the undercarriage and hurtles downward.

MEDIUM - TRAPJAW - He looks up, wondering?

WIDE - THE OBLONG - It falls lazily then suddenly EXPLODES into a swarm of magnetic, anti-gravity MINES.

WIDE - THE TERRORDACTYLS - The mines zip right at them, hit. As the pilots bail out, EXPLOSIONS blot out the screen.

MEDIUM - HE-MAN - He looks down as he flies, hits a pad.

WIDE - SKY - THE FLYER - The boosters cut out. The Flyer hangs a beat, as the wings extend again. The craft rolls over, levels out, flies on. GO TO:

A ROCKY HILLTOP - He-Man's Flyer passes over it. There is movement behind a rock.

CLOSER - TWO-BADD steps out looking up.

Badd
He-Man head toward Pool of Shadows!

Two
Not for long.

PULL BACK - Two-Badd lifts a huge bazooka-like weapon with a sight on each side. He places it between his heads, each head sights. Two-Badd fires a silver cannon ball upward.

THE CANNON BALL suddenly blossoms into a spinning saw blade.

WIDE - SKY - THE FLYER - The blade enters frame and sheers the tail off the Flyer. It spins out of control!

INSERT- HE-MAN - reacting, tries to work controls.

WIDE - ROCKY DUNE - The Flyer spins into frame, hits the Dune and explodes!

EXT. POOL OF SHADOWS - NIGHT

TIGHT - SKELETOR - He uses his fingers to light one of the

urns around the pool, the last one.

PULL BACK - to show the Pool illuminated by the 4 urns. He crosses to Evil-Lyn; now dangling even closer to the waters.

She moves forward cautiously; looking ahead.

INSERT - FLOOR TILE - It has the same symbol as the far wall. Evil-Lyn's boot steps on it. It gives slightly. SFX:CLICK

ANGLE - Suddenly, the walls of the corridor burst into flame, like a gauntlet - flames on either side of her, inches away.

EVIL-LYN looks around. At the end of the corridor, the flames burn fiercer...so we can barely make out the insignia of Hordak on the wall. And calling out from beyond it:

KELDOR (VO)
Come in, Evil-Lyn. If you dare - ?

EVIL-LYN - Flames flicker on her face as she takes a breath, walks thru the gauntlet of flames...to reach...THE END OF CORRIDOR - CLOSER ON EVIL-LYN, as she steps boldly into the flames...and disappears.

ACT TWO

EXT. DUNES OF DOOM - NIGHT

HE-MAN'S FLYER - The smoking wreck shudders...& HE-MAN pushes his way out & falls to his knees -- battered, dazed. Catches his breath, glances skyward, sees the moon on the rise.

HE-MAN
(pained) Time...is running out.

BEASTMAN (OS)
Yeah. For you.

REVEAL - BEASTMAN - He hurls a huge rock OS!

TIGHT - HE-MAN - He rolls out of the way as the rock smashes into frame, narrowly misses.

WIDER - HE-MAN springs to his feet, as Beastman rushes in. HE-MAN side-steps, judo-flips Beastman OS.

FULL - A ROCK WALL - Beastman flies in, hits it face first, then falls backwards, leaving an imprint.

TIGHT - BEASTMAN - He is on the ground dazed. He-Man steps in, points his sword at him.

HE-MAN

Where's your bonehead boss?

A nervous Beastman points up, OS, smiles crookedly. As he speaks, ADJUST ANGLE TO OTS HE-MAN - THE RAISED PLATEAU - where the Pool of Shadows resides, the moon now huge & rising up behind it. We see the shadow-like image of Evil-Lyn -- suspended by the winch -- contrasted against the huge moon. (a la the famous bicycle shot in movie E.T.- but scary)

BEASTMAN (PARTIAL OS)

(taunting) There. But you're too late.

Ext. - pool of shadows

SKELETOR gleeful, gazes into the churning waters of the Pool.

SKELETOR

You'll find the Forsaken Realm fascinating, dear Evil-Lyn. *If* you manage to survive it.

EVIL-LYN - speaks boldly, concealing her desperation.

EVIL-LYN

And how would *you* have survived your horrid injury at the Hall of Wisdom without *my* aid?

CLOSE - SKELETOR - He again grows pensive, as we BEGIN FLASHBACK, DISSOLVE THROUGH TO:

Ext. evergreen forest - DAY - FLASHBACK

WIDE - KRONIS & TRI-KLOPS (pilot versions) flee through the forest, dodging BLASTS as they return fire.

WIDE - YOUNGER MAA (sans mustache), RAM-MAN, MEKANEK pursue and fire blasters, ADJUST ANGLE UPWARDS as a GRIFFIN flies thru frame, ridden by BEASTMAN. In the Griffin's claw is KELDOR, holding his smoking face. The Masters fire after him.

FULL - THE GRIFFIN - It soars away amidst blasts. GO TO:

MEDIUM - EVIL-LYN - At the edge of the forest, she hovers in a flying vehicle appropriate to the time. She looks ahead.

WIDE - THE GRIFFIN, EVIL-LYN'S VEHICLE - The Griffin flies over her vehicle; releases Keldor. Keldor drops into the vehicle, next to Evil-Lyn. The Griffin wings away.

TIGHT - EVIL-LYN, KELDOR - Keldor MOANS through his hands.

WIDE - EVIL-LYN'S VEHICLE soars off into the sky.

INT. HORDAK'S SANCTUARY - MAIN CHAMBER - soon

TIGHT - A DOOR - It smashes open. Evil-Lyn helps a very weak Keldor thru it & OS. Keldor covers his face with one hand. BLUE FLAME torches ring the chamber.

FULL - THE BRAZIER - Evil-Lyn and Keldor enter frame; go to the brazier. Evil-Lyn SUPPORTS HIM as Keldor ejects a vial from behind his belt (ala the acid in ep 1) <with the Hordak insignia on it>, pours it into the brazier.

KELDOR
(rasps, in great pain)
Activate it...with your magic.

Evil-Lyn points her fingers at the brazier. Flames shoot from her fingertips into the brazier which ignites. SFX: WHOOSH.

AN EXPLOSION! EVIL-LYN is blown back...

ANGLE - Evil-Lyn hits a wall at the blue torch-lined perimeter of the eerie chamber. She slumps to her knees, dazed, unconscious. Smoke fills frame.

CUT TO: - WIDE ON KELDOR - he stands unsteadily, still covers his face...the blue flames suddenly flame RED...and the face of HORDAK forms in the smoke.

Hordak
Why do you summon me?

CLOSE - KELDOR - He grits his teeth, every word agony.

KELDOR
I'm dying. Save me Hordak, so I can continue my conquest of Eternia.

CLOSE - HORDAK'S FACE - It stares balefully at him.

HORDAK
There will be a price.

TIGHT - KELDOR, HORDAK'S FACE - Keldor raises his hands, revealing the mess that is his face, hair hanging in strands, bows his head to Hordak.

KELDOR
(rasping, in pain)

No price is too great.

As Hordak says his line, the red torch flames glow more evil.

HORDAK
Then let it be done.

WIDEN - FAVOR KELDOR - Beams of dark light shoot from the eyes and mouths of the Hordak insignias in the pillars; strike Keldor. He sags as he is dramatically levitated upward until he faces Hordak's image.

HEAD-ON - THE HUGE FACE OF HORDAK - His mouth yawns open, his eyes glow darkly. EX: MAGIC BEAMS shoot out of them. RED FLAMES leap higher from the torches.

FULL - KELDOR - The beams strike Keldor. EX: MYSTIC ENERGIES bristle around his head. DRAMATIC MUSIC BUILDS!

HORDAK'S FACE mocking face fades into the cloud of smoke. THE RED TORCHES turn back to their former BLUE colored flame.

CLOSE - KELDOR'S FACE - His eyes are wide, as an explosion of hot energy obscures his face.

KELDOR (VO)
<Horrible SCREAM!>

EVIL-LYN comes charging in thru the smoke, to see... KELDOR - He stands before the brazier, hands over his face. The smoke still lingers. Evil-Lyn goes to him.

EVIL-LYN
Keldor -- ?

HORDAK's voice (VO)
Keldor is no more. Now there is only
"SKELETOR"! <sinister LAUGH>

The smoke dissipates as Keldor SLOWLY turns.

INSERT - KELDOR'S CHEST - The insignia on it MORPHS into the crossed bones ensign of Skeletor.

OTS KELDOR - ON EVIL-LYN - He lowers his hands. She steps back, stifles a cry as she gets her first glimpse of:

CLOSE - SKELETOR - His head still smokes as he looks at her, questioningly, then looks OS. ADJUST ANGLE TO A POLISHED HORDAK INSIGNIA PILLAR - Skel catches his reflection in it, recoils, lets out a GASP of horror. But then, he steps towards the REFLECTIVE PILLAR again.

OTS SKELETOR - He is almost nose to nose with his reflection.

He touches his face, fascinated and then:

SKELETOR
<insane laughter starts softly and
then builds - this is the first time
he ever cackles!>

EVIL-LYN dismayed, as his laughter rises! END FLASHBACK.

EXT. POOL OF SHADOWS- BACK TO PRESENT

SKELETOR, EVIL-LYN - He is thoughtful, she is hopeful.

SKELETOR
It's true, you did indeed help me
become the Overlord of Evil.
(pause for effect)
And since I am, you can be sure
your punishment will be fittingly
gruesome.

He raises the Havoc Staff. Mystic Power shoots skyward.

WIDE - THE SKY ABOVE THE POOL - The full moon hangs huge
above the hills. The Mystic Power hits it, turns it from
silver to blood red. A beam of red light shoots downward.

WIDE - THE POOL OF SHADOWS - The beam strikes the portal. The
black waters churn more violently as it glows hotly. Evil-Lyn
squirms as she looks down, her fear building.

REVEAL - HE-MAN - looking down from a ledge above the pool.

HE-MAN
(very surprised, to self)
Evil-Lyn? But why would Skeletor
banish his most powerful...<He-Man
is cut off by a loud SFX screech>

WIDE - THE ARCH - SFX: SCREECH! Out of the Portal comes a
hideous tentacle. It wraps around one side of the arch, then
another oozes out; wraps around the other side. EVIL-LYN
looks down in wide-eyed terror.

HE-MAN draws his sword, coils.

He-MAN
I might live to regret it, but I've
got to stop this.

WIDEN - as He-Man leaps off the ledge!

MEDIUM - SKELETOR - He points the Havoc Staff at the winch.

SKELETOR
Good bye Evil-Lyn. Enjoy your trip.

He blasts the winch.

WIDE - EVIL-LYN - She drops down toward the Thing. Its oozy, shapeless "body" throbs around the Arch, tentacles grow.

EVIL-LYN

Skeletor -- No...!

EVIL-LYN
No!!!

Suddenly, HE-MAN leaps thru, grabs her with his left hand; severs the chain with his right, carries them OS thru writhing tentacles.

WIDE - EDGE OF THE POOL - He-Man lands, sets Evil-Lyn down. She shakes off the chain. They are opposite Skeletor.

EVIL-LYN
(very surprised) He-Man?

SKELETOR - He is outraged!

SKELETOR
He-Man!

SKELETOR brings his Havoc Staff up. Then he reacts to an EAR-SPLITTING SFX: HIGH KEENING SOUND.

THE THING RISES from the Pool. It's huge, sprouting & retracting tentacles continuously on its bloated, gelatinous body. It has no head but the single eye in its mid-section faces Skel. It speaks in an eerily human telepathic voice.

Thing in the pool (VO)
I am summoned. One must enter The
Forsaken Realm.

MEDIUM - SKELETOR - He points OS quickly, this is more than even he imagined and he's a little fearful.

SKELETOR
That's her, there. And you can take
that muscle-bound meddler as a
bonus!

FULL - THE THING - Another eye grows out of it, facing He-Man. Tentacles grow and snake outward.

MEDIUM - HE-MAN, EVIL-LYN - He-Man steps in front of her, swings his sword in a kung-fu form, ready for the attack. She runs OS, distracting him a beat. A SFX: HIGH, KEENING SOUND brings him back to the problem, a moment too late.

SMASH BACK as several tentacles coil around He-Man, pin his arms to his sides. He's dragged toward the Pool but resists.

HE-MAN
<grunts of exertion>

MEDIUM - SKELETOR - He's at the edge of the pool, overjoyed.

WIDEN - to Evil-Lyn in the b.g. She grabs her staff.

HE-MAN held fast, steadily being pulled to the pool, frees his sword arm, swings his SWORD at a tentacle. There's a burst of MAGIC FX & a HIGH PITCHED WAIL. The Thing shudders, tentacles shrivel & release He-Man...who gets hurled OS.

THING IN THE POOL (VO)
Such -- POWER!

CLOSE - SKELETOR - His eyes glow red, he is really mad!

SKELETOR
Power! I'll show you power!

SKELETOR raises the Havoc Staff and fires a HUGE BLAST!!!!

WIDE - THE POOL - The Blast hits the THING. It trembles, MAGIC EX crackle over it. Tentacles waving, it FLOPS OVER right on top of the Arch, crushing it!

CLOSE - SKELETOR - His jaw drops. Oops!

SKELETOR
It's disrupted the portal!

The Ground quakes beneath Skeletor, as the waters of the pool BOIL with magical energy. He hurriedly starts to back away.

EVIL-LYN runs as one of the Urns crashes down, spilling fire along the shaking ground.

MEDIUM - HE-MAN - He runs as debris falls around him -- he punches one huge falling piece of debris to bits, mid-run.

HE-MAN, SKELETOR, EVIL-LYN - race toward camera (about 3 meters apart). The Pool ERUPTS in a blast of nuclear proportions behind them. They are hurled forward!

EXT. DUNES OF DOOM - SECONDS LATER

HALF A MILE FROM THE BLAST - Dust swirls, small fiery shards of debris still fall. He-Man lies dazed and covered with debris & monster remains. As the dust settles, He-Man stirs.

MEDIUM - HE-MAN - He heaves aside a huge boulder pinning him, rises. He hears an OS SFX: COUGH. He looks, walks OS.

EVIL-LYN - half-buried under debris, her staff in her free hand. She pushes futilely at the debris. He-Man steps in. She looks up at him, challenging.

EVIL-LYN

Cough! Why are you rescuing me?

HE-MAN

The one who sent me obviously thinks there's hope for you. Perhaps there is.

EVIL-LYN

Sent you?

HE-MAN tosses aside a huge chunk of debris, freeing her.

HE-MAN

He travels in a ball of light.

TIGHT -EVIL-LYN - She smiles ever so slightly, realizing who it was. He-Man's hand reaches in. She hesitates, then...WIDEN - she takes his hand (she still has her staff). He pulls her to her feet. She looks at him, being contrite.

EVIL-LYN

Maybe I could change my ways...

EVIL-LYN turns, walks toward camera, her back to He-Man, her attitude so serious and contrite we almost believe it.

EVIL-LYN

Live a life of virtue and light,
fight evil, protect the innocent?

She stops. Her wonderful smirk appears. She grips her staff.

EVIL-LYN turns, fires a huge blast. He-Man is smashed OS.

EVIL-LYN

Think I'll pass.

FULL - A CLIFF FACE - He-Man hurtles in, hits it HARD, falls.

MEDIUM - EVIL-LYN - She looks, sees her goal, moves OS.

SKELETOR - trapped under HUGE pieces of debris, eyes just opening. His staff is in f.g. close to him. Evil-Lyn steps in, picks it up.

EVIL-LYN
As for you...

CLOSER - Skeletor's eyes grow huge.

WIDER - She fires her staff at him, holding his in the other hand. The blast vaporizes the debris, freeing him.

SKELETOR - surprised to be alive. Slowly he rises. They stand toe-to-toe for a beat, the tension is palpable. Then Evil-Lyn holds out his staff to him. Skeletor smiles, takes it.

SKELETOR
Dear Evil-Lyn. It seems I misjudged
you after all.

EVIL-LYN smiles a crooked smile, even as SKELETOR thrusts his staff out -- it fires a MAGIC GLOW outward.

In response, the RAM CHARIOT comes racing in. SKELETOR & EVIL-LYN glance back at He-Man as they leap aboard & it whisk them away.

HE-MAN - winces as he rises, frustrated. In the b.g. we see the BLAST SITE - The Pool & plateau are completely gone, buried under the rubble of the volcanic hills.

INT. FLYER, over dunes of doom - SOON

CLOSE ON HE-MAN on the comm link. He's piloting.

He-man
...and at least the Pool of Shadows
is no longer a threat. (then) Oh,
and, uh, the new Windraider?

INTERCUT - MAA - in his workshop on the comm-link.

Man at arms
Yes?

EXT. SKY AND FLYER - SAME TIME

CLOSE ON HE-MAN flying it, then PULL BACK TO REVEAL -- the vehicle is pretty smashed up.

HE-MAN
It's going to need a little tune up.

INT. snake mountain, throne room - soon

FULL - Skeletor is on his throne, Evil-Lyn stands before him.

EVIL-LYN

I take it I've proven my loyalty.

SKELETOR

Yes. After you betrayed me!

EVIL-LYN eyes him cagily.

EVIL-LYN

You always said: treachery and
deceit are the cornerstones of
power. Can you blame me for learning
your lessons so well?

MEDIUM - SKELETOR, EVIL-LYN - For a beat, he smolders; then:

SKELETOR

<amused, cunning laughter>

Evil-Lyn joins him.

EVIL-LYN

<amused cunning laughter>

PULL BACK as Skeletor stops mid-laugh, stands. Her laughter
fades.

SKELETOR

But should you ever betray me again!

--

EVIL-LYN

(cowed) I won't. You have my word.

TWO SHOT - she smiles at him with something approaching
affection. For a moment they are reminiscent of their
earlier selves. Then he waves his bony hand.

SKELETOR

Now get out of my sight!

CLOSE - EVIL-LYN - smirks cunningly as she walks away.

EXT. SUBTERNIA - SAME TIME

PUSH THRU a dark, cavernous area. <<Re-use a design from
"Underworld">> CAMERA FINDS KING HISS - as his multi-heads
look over the tablet of the Elders. Tung Lashor & SSSqueeze
stand by. We see Kobra Khan, wearing a toadying expression,

is holding the tablet up for King Hiss.

King Hiss (all heads in unison)
Yessssss....Very ssssoon, Eternia
will once again be mine! <hideous
laughter>

FADE OUT.

THE END

HM #32: "The Price of DecEit"

MORAL TAG

FADE IN:

EXT. ruins of the POOL- Night

HE-MAN stands on the rubble, speaks to Camera.

He-man
It's important to forgive. It shows
that you care enough about someone
to give them a second chance.

CRINGER comes over and He-Man pets him.

He-man
Try to practice forgiveness the next
time someone disappoints you or
hurts your feelings. Forgive them

and chances are you'll both feel a
lot better. Until next time...

FadE OUT.

THE END